

SCRUTINIZER'S REPORT

To,

The Board of Directors

Vakrangee Softwares Limited

Vakrangee house, 66, Marol Co-Op
Industrial Estate, M. V. Road
Andheri, Mumbai-400059

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors (the Board) of Vakrangee Softwares Limited (the Company) in terms of the Resolution adopted by the Board at its Meeting held on 09th April, 2013 for seeking approval of the Shareholders by way of Special Resolution for authorizing the Board for insertion of new object clause 1(E) to 1(L) in the Clause III (A) Main Object of the Memorandum of association of the Company pursuant to the provisions of Section 16, and 17 and other applicable provisions, if any, of the Companies Act, 1956 by means of Postal Ballot Report. I hereby submit my report as under:-

- a) I had given my consent to act as Scrutinizer for the said Postal Ballot process vide my letter dated 08th April, 2013.
- b) The Company had offered e-voting facility as an alternative to physical voting to all its Members, which enabled the Members to cast votes electronically instead of dispatching Postal Ballot Form. The instructions on e-voting were provided in the Notice.



c) The Company was having 9778 Shareholders as on 05th April, 2013, out of which Postal Ballot Notices along with draft Resolutions, Explanatory Statements, Postal Ballot Forms and Postage Prepaid Business Reply Envelope were dispatched/sent in the following manner:-

- (i) Out of 9778 Shareholders, 4808 Shareholders had registered their e-mail IDs with Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited.
- (ii) Out of 4970 Shareholders who had not registered their e-mail IDs with Registrar and share Transfer Agents of the Company, 4965 Envelopes containing Postal Ballot Notices along with other documents were dispatched on 17th April, 2013 through registered post and 2 Envelopes were sent through Registered Air mail. Remaining 3 envelopes could not be dispatched due to incorrect addresses.
- (iii) The Company had emailed Postal ballot Notices along with other documents on 17th April, 2013 to 4808 Shareholders of the Company whose names appeared as beneficiary owners in the records of NSDL/ CDCL as on 05th April, 2013 and whose e-mail IDs were registered with the Registrar and Share Transfer agents of the Company i.e. Bigshare Services Private Limited
- (iv) Out of 4808 emails sent to the shareholders, 899 e-mails got bounced/not sent on technical grounds. The Company then dispatched the said 899 Postal Ballot Notices along with other documents in physical form on 19th April, 2013 and 20th April, 2013.



- d) A Public Notice that the Company had sent Postal Ballot Notices along with other documents to the Shareholders was published in The Free Press Journal (English Newspaper) in Mumbai and Navshakti (Regional Language) Newspaper in Mumbai on 20th April, 2013.
- e) As per information available on record and explanations given to me, the Company has paid proper and due postage wherever required with reference to the above.
- f) In the Postage Pre- Paid Business Reply Envelope the address of my Office i.e. 13/ 16, Kapadia Chambers, Ground Floor, 599, J.S.S Road, Chira Bazaar, Mumbai- 400 002 was given and hence the same were delivered to me.
- g) Out of the total 5866 (Five Thousand Eight Hundred Sixty Six) Postal Ballots envelopes dispatched in physical form as mentioned above, 553 (Five Hundred Fifty Three) envelopes containing the Postal Ballot Notice alongwith the Draft Resolution and Explanatory statement, Postal Ballot Forms and Postage prepaid Business Reply Envelope were returned undelivered by Postal Authorities to the Company details of which was sent by the Company to me on my e-mail id.
- h) I was delivered in all 193 (One Hundred Ninety Three) numbers of Postal Ballot envelopes through Kalbadevi Post Office from the Shareholders. All the Postal Ballot Envelopes were opened in my presence. The particulars of all Postal Ballots received from the shareholders were entered in the Register in electronic form.



separately maintained for the purpose. For the purpose of my Report, the Postal Ballots received up to the close of working hours on 17th May, 2013 were scrutinized by me for the purpose of ascertaining assent, dissent of shareholders to the Special Resolution and the invalid Postal Ballots.

i) The result of the scrutiny is as under:

Particulars	Special Resolution under Section 16 and 17 of the Companies Act, 1956 for insertion of new object clause 1(E) to 1(L) in the Clause III (A) Main Object of the Memorandum of Association of the Company		
	Category of Shareholders	Promoter and Promoter Groups	Public
Total No. of Postal Ballot Forms sent through Registered Post and through Email	6	9772	9778
1. Postal Ballot Form			
No. of Valid Postal Ballot Form received	0	193	193
No. of Invalid Postal Ballot Form received	0	4	4
No. of valid votes polled	0	3686942	3686942
No. of invalid votes polled	0	21000	21000



No. of valid votes in favour of Resolution	0	3680202	3680202
No. of valid votes in against of Resolution	0	6740	6740
2. E-Voting			
Valid E-votes received in number	4	53	57
E-Voting in favour of the Resolution	172090314	65277836	237368150
E-Voting in against of the Resolution	0	250	250
3. CONCLUSION			
Total No. of Shares held in the Company	172195214	330304106	502499320
No. of valid votes polled through Postal Ballot Forms and E-Voting	172090314	68965028	241055342
No. of valid votes in favour of Resolution through Postal Ballot Forms and E-Voting	172090314	68958038	241048352
No. of valid votes in against of Resolution through Postal Ballot Forms and E-Voting	0	6990	6990
% of votes in favour on valid votes polled	100	99.99	100
% of votes in against on valid votes polled	0.00	0.01	0.00



The Resolution has therefore been approved by the shareholders with the requisite majority.

Date: 18th May, 2013

Place: Mumbai



For S. K. Jain & Co.

Practicing Company Secretaries

S. K. Jain, Partner

(Scrutinizer)